DG FastChannel, Inc
Form 8-K
August 30, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **August 30, 2010**

DG FASTCHANNEL, INC.

(Exact name of registrant as specified in its charter)

DELAWARE	**0-27644**	**94-3140772**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

750 West John Carpenter Freeway, Suite 700
Irving, Texas 75039

(Address of Principal Executive Offices) (Zip Code)

Registrant s telephone number, including area code: **(972) 581-2000**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.02 Termination of a Material Definitive Agreement.

On August 30, 2010, DG FastChannel, Inc. (the Company) terminated the Credit Agreement, dated as of August 9, 2007 (the Credit Agreement), by and among the Company, the guarantors from time to time party thereto, the lenders from time to time party thereto and Bank of Montreal, as administrative agent, and BMO Capital Markets and Wachovia, National Association, as co-lead arrangers and co-book runners. The Credit Agreement provided the Company with a term loan in the aggregate principal amount of $45 million and a revolving credit facility in the amount of $40 million. The Credit Agreement contained customary financial and other covenants. There were no loans outstanding under the Credit Agreement. No early termination penalties were incurred by the Company as a result of the termination. The Company terminated the Credit Agreement in connection with the $30 million stock repurchase plan announced on August 30, 2010 and expects to record a non-cash charge of approximately $700,000 during the third quarter to write off certain loan fees associated with the Credit Agreement. The Company intends to enter into negotiations for a larger credit facility.

Item 7.01 Regulation FD Disclosure.

On August 30, 2010, the Company issued a press release, which is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

In accordance with General Instruction B.2 of Form 8-K, the information under this item and Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing. This report will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 9.01 Exhibits and Financial Statements.

(d) Exhibits

99.1 Press release, dated August 30, 2010.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 30, 2010

DG FASTCHANNEL, INC.

By: /s/ Omar A. Choucair
Name: Omar A. Choucair
Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press release, dated August 30, 2010.